

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,¹) Case No. 01-01139 (JKF)
)
Debtors.) Jointly Administered

Re: Docket No. 19813
11/24/2008 Agenda Item No. 3

**CERTIFICATE OF COUNSEL REGARDING REVISED ORDER AUTHORIZING
SALE OF CERTAIN ASSETS TO ALCO IRON & METAL CO.**

On October 20, 2008, the Debtors filed their *Motion of Debtors for Entry of an Order Authorizing the Sale of Certain Assets to Alco Iron & Metal Co.* (the “Motion”) [Docket No. 19813]. The Motion was noticed for hearing on November 24, 2008, with an objection deadline of November 7, 2008. The Debtors extended the objection deadline until November 12, 2008, at 12:00 noon for the Official Committee of Unsecured Creditors. The Debtors received no formal objections with respect to the Motion on or before the objection deadline.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The Debtors submitted a proposed order along with the Motion on October 20, 2008. Subsequent to the filing of the Motion and the proposed order, on November 14, 2008 the Debtors and Alco Iron & Metal Co. (“Alco”) entered into a Second Amendment to Real Property Purchase and Sale Agreement and Escrow Instructions (the “Second Amendment”). The Second Amendment agrees to, among other things, a \$200,000 reduction in the purchase price of the assets because Alco intends to remove the transite found on the exterior of the buildings at the property. A clean copy of the Second Amendment is attached hereto as Exhibit 2.

As a result of the Second Amendment, the Debtors have revised the proposed order filed concurrently with the Motion granting the relief requested to address the changes in the Second Amendment. As such, the Debtors have prepared a revised form of order (the “Revised Order”), which reflects the Second Amendment and grants the Debtors the relief requested in connection with the Motion. A clean copy of the Revised Order is attached hereto as Exhibit A.

The Debtors respectfully request that the Court enter the Revised Order, substantially in the form attached hereto as Exhibit A, granting the Motion, as revised by the Second

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Amendment, and approving the transaction outlined in the Motion and in the Second Amendment.

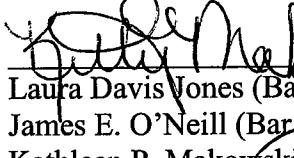
Dated: November 21, 2008

Respectfully submitted,

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